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November 30, 1993

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RECORDATION NO. 8409-F FILED 7/15

DEC 1 1993 - 11 45 PM

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Instrument of Satisfaction and Release, dated as of September 30, 1993, a secondary document. The primary document to which this document is connected is recorded under Recordation No. 8409. We request that the Instrument of Satisfaction and Release be recorded under Recordation No. 8409-F.

The name and address of the party to the Instrument of Satisfaction and Release is as follows:

Agent:

American National Bank and Trust Company of Chicago
33 North La Salle Street
Chicago, IL 60690

A description of the equipment covered by the Instrument of Satisfaction and Release consists of 14 GP15-1 locomotives numbered CNW 4411-4424, inclusive.

A fee of \$18.00 is enclosed. Please return one certified copy to:

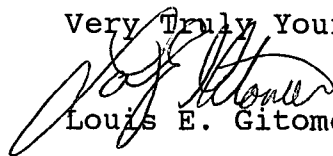
Louis E. Gitomer
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Washington, DC 20006

RECEIVED
DEC 1 1993
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

Honorable Sidney L. Strickland, Jr.
November 30, 1993
Page 2

A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release, by American National Bank and Trust Company of Chicago, 33 North La Salle Street, Chicago, IL 60690, covering 14 GP15-1 locomotives numbered CNW 4411-4424, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

INSTRUMENT OF SATISFACTION AND RELEASE dated as of September 30, 1993, by American National Bank and Trust Company of Chicago ("Bank") as Agent under a Participation Agreement dated as of June 15, 1976.

WITNESSETH: DEC 1 1993 - 11 45 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, by an Agreement and Assignment dated as of June 15, 1976 (the "AA") between Bank, as Agent under a Participation Agreement dated as of June 15, 1976, and General Motors Corporation ("GM") as Builder, GM agreed to assign and transfer (to the extent provided therein) its interest in and to locomotives bearing road numbers 4411 through 4424 inclusive of the Chicago and North Western Transportation Company (the "Locomotives") to Bank; and

WHEREAS, by an Assignment of Lease and Agreement dated as of June 15, 1976 (the "ALA"), Bank acquired all of the interests of GMAC Leasing Corporation ("GMAC") in and to the Locomotives and a Lease thereof dated as of June 15, 1976.

WHEREAS, on July 14, 1976, the AA and ALA were filed and recorded at the Interstate Commerce Commission in Recordation Numbers 8409-A and 8409-C respectively; and

WHEREAS, Bank desires to execute this instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the AA and ALA with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises:

Bank does hereby acknowledge and confirm for the public record (i) the satisfaction and release of all of its rights and obligations arising under the AA and ALA with respect to the Locomotives; and (ii) the full discharge and satisfaction of GM under the AA and GMAC under the ALA. Therefore, Bank does hereby release all of its rights, title and interest in the Locomotives, the AA and ALA.

IN WITNESS WHEREOF, Bank has executed or caused this instrument to be executed as of the date first above written.

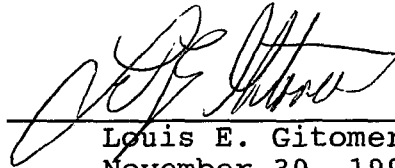
AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO

By: 

Its: Vice President

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Satisfaction and Release, dated as of September 30, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in dark ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
November 30, 1993